

CERTIFICATE OF CONVERSION OF
URBAN FINANCIAL GROUP, INC. TO A
DELAWARE LIMITED LIABILITY COMPANY

PURSUANT TO OKLAHOMA STATUTES §18-214 AND
§18-214 OF THE DELAWARE LIMITED LIABILITY COMPANY ACT

The undersigned, being authorized to execute and file this Certificate of Conversion, of Urban Financial Group, Inc., an Oklahoma corporation ("Corporation"), to Urban Financial of America, LLC, a Delaware limited liability company (the "LLC"), hereby certifies that:

1. The date the Corporation was first formed is October 15, 2003.
2. The jurisdiction where the Corporation was first formed is Oklahoma.
3. The jurisdiction of the Corporation immediately prior to the effective date and time below of this Certificate was Oklahoma.
4. The name of the Corporation immediately prior to the effective date and time below of this Certificate was Urban Financial Group, Inc.
5. The name of the LLC as set forth in the Certificate of Formation is Urban Financial of America, LLC.
6. This Certificate shall become effective at 1:01 am Eastern Standard Time on the 25th day of November, 2013.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of this

19th day of November, 2013.

URBAN FINANCIAL GROUP, INC.
By: Steven R. Mitchell
Steven R. Mitchell
Authorized Officer